UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE

MANDI PHILLIPS, on behalf of Herself)
and all others similarly situated,   )   **CASE NO.: 3:14-cv-1710**
)
      Plaintiff,   )
)   **HON. WAVERLY D. CRENSHAW, JR.**
vs.   )
)
MAPCO EXPRESS, INC., and DELEK   )
US HOLDINGS, INC.,   )
)
      Defendants.   )

ORDER

The Court held a hearing on January 12, 2017, on Plaintiff's motion for an award of attorneys' fees, the reimbursement of expenses, and the payment of a service award to each Class Representative. Having considered the entire record, the Court finds that the settlement of this action to be fair, reasonable, and adequate.

1. All of the capitalized terms used herein shall have the same meanings as set forth in the Stipulation of Settlement ("Settlement") filed with the Court. (Doc. No. 25-1).

2. This Court has jurisdiction over the subject matter of this application and all matters relating thereto, including all Members of the Class who have not timely and validly requested exclusion.

3. The Court hereby awards Class Counsel attorneys' fees and expenses of $40,000.00. The Court finds that the amount of fees awarded is appropriate and is fair and reasonable given the substantial risks of non-recovery, the time and effort involved, and the result obtained for the Class.
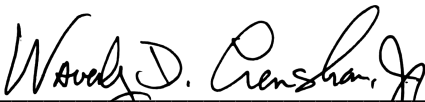
4. The awarded attorneys' fees and expenses shall be paid subject to the terms, conditions and obligations of the Settlement, and specifically ¶7.1 which is incorporated herein.

5.   An incentive award is awarded to Plaintiff Mandi Phillips in the amount of $750.00.

Such an award is reasonable considering Plaintiff's active participation in this litigation.

Payment of the incentive award shall be made pursuant to the Settlement, ¶7.4.

6. Pursuant to the Settlement, ¶9.12, the Court shall retain jurisdiction with respect
to the implementation and enforcement of the terms of the Settlement and the Parties to the

Settlement submit to the jurisdiction of the Court for those purposes.

IT IS SO ORDERED.

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WAVERLY D. CRENSHAW, JR.
U.S. District Court Judge